C. GRÁNVILLE WYCHE ALFRED F. BURGESS C. THOMAS WYCHE DAVID L. FREEMAN JAMES C. PARHAM, JR. JAMES M. SHOEMAKER, JR. WILLIAM W. KEHL CHARLES W. WOFFORD LARRY D. ESTRIDGE D. ALLEN GRUMBINE CARY H. HALL, JR. CARL F. MULLER HENRY L. PARR, JR. BRADFORD W. WYCHE ERIC B. AMSTUTZ\* &

\*ADMITTED TO D. C. BAR ONLY

Wyche, Burgess, Freeman & Parham FFB 25 1981 -4 15 PM

ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603 INTERSTATE COMMERCE COMMISSION

POST OFFICE BOX 10207 44 EAST CAMPERDOWN WAY CABLE ADDRESS: JURAL

TELEPHONE 803-242-3131

January 19, 1981

Doto

FEB 25 1981

Mrs. Lee

Interstate Commerce Commission Constitution Avenue at 12th St. INTERSTATE COMMERCE COMMISSION Washington, D. C. 20023

ICU Wanddagwa D. C.

Amendment to CertificateLofestrate and Serbidiestra of Acceptance between National Railway Utilization Corporation

and Ralph Colbert dated as of September 30, 1980

Dear Mrs. Lee:

Enclosed for filing under Section 20c of the Interstate Commerce Act please find the following documents:

> Amendmentato Certificate of Acceptance dated October 24, 1978

> Amendment to Certificate of Acceptance dated January 24, 1979

These Amendments have previously been recorded under filing numbers as stated above.

The address of National Railway Utilization Corporation is 1100 Centre Square East, 1500 Market Street, Philadelphia, PA. The address of Ralph Colbert is 1800 Union Commerce Building, Cleveland, Ohio 44115.

I enclose a check in the amount of \$20.00 to cover the filing fee for this additional document. Also, I enclose copies of these Certificates of Acceptance. Please retain one copy for your records and return the remaining Certificate to me at the address on this letterhead.

Very truly yours,

Carl F. Muller

CFM/bjm Enclosures

FFB 25 1981 -4 11 PM

AMENDMENT dated as of September 30, 1980 to that certain CERTIFICATE OF ACCEPTANCE dated January 24, 1979 issued under a MANAGEMENT AGREEMENT dated as of January 24, 1979 between Ralph A. Colbert (termed "Owner") and NATIONAL RAILWAY UTILIZATION CORPORATION (termed "Manager").

WHEREAS, Owner and Manager have determined that certain of the 50'6" Type XM Railroad Boxcars which are subject to this Management Agreement should be remarked in order to maximize their utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the parties and in further consideration of \$1.00 in hand paid by each party to the other, the parties hereto agree as follows:

The Certificate of Acceptance under the Management Agreement is amended by changing the Equipment Numbers from the following:

NSL 155250 through NSL 155259 NSL 155385 through NSL 155389

to the following:

MISS 155250 through MISS 155254 NSL 155255 through NSL 155259 NSL 155385 through NSL 155386 MISS 155387 NSL 155388 MISS 155389

IN WITNESS WHEREOF, Owner and Manager each pursuant to due authority, have caused these presents to be duly executed.

Hilmall Stalle

re J. Foliccas

|                   |   |   | •  |   |
|-------------------|---|---|--|---|
|                   | State of  | Dhio  |  |   |
|                   | County of C   | Cuyahoga  | ss:  |   |
|                   | On this personally appropersonally know the other with  | ow, who, being being being being bounded and some state of the forest contraction of the forest | ner, duly sign t   | 1980, before me, to me, to me, says that he and |
|                   | (Notaria) Sea   | Expires:  |  |   |
|                   | (SEAL)  |   | NATIONAL RAIL CORPORATION  BY  Richard Vice Pre  | WAY UTILIZATION  J. Kelly sident                |
|                   |   |   | ATTEST T. W. Assis   | Strzepek<br>tant Secretary                      |
|                   | Commonwealth of Pennsylvania:  ss:  County of Philadelphia:  On this 25th day of 100000000000000000000000000000000000 |   |  |   |
|                   |   |   |  |   |
|                   |   |   |  |   |
| Tatalanni Switter | (Notarial Sea   | Fypires Notary  | Notary of Notary of MARTHA T. MILLS Public, Phila., Phila. Co. ssion Expires March 5, 1984 | Trills of Pennsylvania                          |

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